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**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

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In re : Chapter 11
: :
DOWLING COLLEGE, : Case No. 16-75545 (REG)
f/d/b/a DOWLING INSTITUTE, :
f/d/b/a DOWLING COLLEGE ALUMNI :
ASSOCIATION, :
f/d/b/a CECOM, :
a/k/a DOWLING COLLEGE, INC., :
: :
Debtor. :
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**NOTICE OF FILING OF SECOND ADDENDUM TO RETENTION
AGREEMENT BETWEEN THE DEBTOR AND FPM GROUP, LTD.**

PLEASE TAKE NOTICE that on November 29, 2016, Dowling College (the “Debtor”) filed a petition for relief under Chapter 11 of Title 11, United States Code (the “Bankruptcy Code”).

PLEASE TAKE FURTHER NOTICE that on December 23, 2016, the Debtor filed its Application for an Order Approving the Retention of FPM Group, Ltd. as Consultants to the Debtor, *Nunc Pro Tunc* to December 6, 2016 (the “FPM Group Retention Application”) [DE 127].

PLEASE TAKE FURTHER NOTICE that the retention agreement (the “Retention Agreement”) between FPM Group, Ltd. and the Debtor and the first addendum to the Retention Agreement was attached to the FPM Group Retention Application as Exhibit B.

PLEASE TAKE FURTHER NOTICE that FPM Group, Ltd. and the Debtor have entered into a second addendum to the Retention Agreement, a copy of which is annexed hereto as Exhibit A.

Dated: New York, New York
January 9, 2017

**KLESTADT WINTERS JURELLER
SOUTHARD & STEVENS, LLP**

By: /s/ Sean C. Southard

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